

FORM B1 United States Bankruptcy Court Northern District of California San Francisco Division		Voluntary Petition						
Name of Debtor (if individual, enter Last, First, Middle): <b>Commerce One, Inc.</b>	Name of Joint Debtor (Spouse)(Last, First, Middle):							
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): <b>New Commerce One Holding, Inc. DistriVision Development Corporation</b>	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):							
Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): <b>94-3392885</b>	Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):							
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>One Market Plaza Steuart Tower, Ste 1300 San Francisco, CA 94105</b>	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):							
County of Residence or of the Principal Place of Business: <b>San Francisco</b>	County of Residence or of the Principal Place of Business:							
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):							
Location of Principal Assets of Business Debtor (if different from street address above):								
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>								
<b>Venue (Check any applicable box)</b>								
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.								
<b>Type of Debtor</b> (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____ <input type="checkbox"/> Clearing Bank		<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding						
<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee Attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.						
<b>Chapter 11 Small Business</b> (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)		THIS SPACE IS FOR COURT USE ONLY						
<b>Statistical/Administrative Information</b> (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.								
Estimated Number of Creditors	1-15 <input checked="" type="checkbox"/>		16-49 <input type="checkbox"/>	50-99 <input type="checkbox"/>	100-199 <input type="checkbox"/>	200-999 <input type="checkbox"/>	1000-over <input type="checkbox"/>	
Estimated Assets	\$0 to \$50,000 <input type="checkbox"/>		\$50,001 to \$100,000 <input type="checkbox"/>	\$100,001 to \$500,000 <input type="checkbox"/>	\$500,001 to \$1 million <input type="checkbox"/>	\$1,000,001 to \$10 million <input checked="" type="checkbox"/>	\$10,000,001 to \$50 million <input type="checkbox"/>	\$50,000,001 to \$100 million <input type="checkbox"/>
Estimated Debts	\$0 to \$50,000 <input type="checkbox"/>	\$50,001 to \$100,000 <input type="checkbox"/>	\$100,001 to \$500,000 <input type="checkbox"/>	\$500,001 to \$1 million <input type="checkbox"/>	\$1,000,001 to \$10 million <input type="checkbox"/>	\$10,000,001 to \$50 million <input checked="" type="checkbox"/>	\$50,000,001 to \$100 million <input type="checkbox"/>	More than \$100 million <input type="checkbox"/>

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s) <b>Commerce One, Inc.</b>	
<b>Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)</b>			
Location Where Filed: <b>NONE</b>		Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
Name of Debtor: <b>NONE</b>		Case Number:	Date Filed:
District:		Relationship:	Judge:
<b>Signatures</b>			
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.            If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7 I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p>		<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.	
<input checked="" type="checkbox"/> <b>Not Applicable</b> Signature of Debtor		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts) <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p>	
<input checked="" type="checkbox"/> <b>Not Applicable</b> Signature of Joint Debtor		<input checked="" type="checkbox"/> <b>Not Applicable</b> Signature of Attorney for Debtor(s)	Date
Telephone Number (If not represented by attorney)			
Date		<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No	
<input checked="" type="checkbox"/> <b>Signature of Attorney</b> Signature of Attorney for Debtor(s) <b>Craig M. Prim, 077820</b> Printed Name of Attorney for Debtor(s) / Bar No.		<b>Signature of Non-Attorney Petition Preparer</b> I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 107, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.	
<b>Murray &amp; Murray, A Professional Corp.</b> Firm Name <b>19330 Stevens Creek Boulevard</b> Address <b>Cupertino, California 95014-2516</b>		Not Applicable Printed Name of Bankruptcy Petition Preparer	
<b>650/852-9800</b> Telephone Number <b>10/6/04</b>		Social Security Number (Required by 11 U.S.C. § 110(c).) _____	
Date		Address _____	
<b>Signature of Debtor (Corporation/Partnership)</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.            The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p>		Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document: _____	
<input checked="" type="checkbox"/> <b>Signature of Authorized Individual</b> <b>Mark B. Hoffman</b> Printed Name of Authorized Individual <b>Chairman, Pres. &amp; CEO</b> Title of Authorized Individual <b>10/6/04</b>		If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. <input checked="" type="checkbox"/> <b>Not Applicable</b> Signature of Bankruptcy Petition Preparer _____ Date _____	
A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.			

Name of Debtors: **Commerce One, Inc.**

Case Number:

NAME(S) OF ATTORNEY(S) DESIGNATED TO REPRESENT DEBTOR

Doris A. Kaelin	162069
Lovee D.Sarenas	204361

**United States Bankruptcy Court  
Northern District of California  
San Francisco Division**

In re

Case No.  
Chapter **11**

**Commerce One, Inc.**

**Exhibit "A" to Voluntary Petition**

1. If any of debtor's securities are registered under section 12 of the Securities and Exchange Act of 1934, the SEC file number is **000-32979**.

2. The following financial data is the latest available information and refers to debtor's condition on **June 30, 2004**.

a. Total assets	\$ <b><u>14,531,000.00</u></b>	Approximate number of holders
b. Total debts (including debts listed in 2.c., below)	\$ <b><u>12,442,000.00</u></b>	
c. Debt securities held by more than 500 holders.		
secured	unsecured	subordinated
d. Number of shares of preferred stock	<b><u>100,000</u></b>	<b><u>100,000</u></b>
e. Number of shares of common stock		<b><u>36,681,242</u></b>

Comments, if any:

3. Brief description of debtor's business:

**Commerce One provides software services that enable businesses to conduct commerce over the Internet.**

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

**SAP Aktiengellschaft (5,254,431 shares)  
BayStar Capital (500,000 shares)  
Com Vest Investments (2,054,795 shares)**

**COMMERCE ONE, INC.**

**SECRETARY'S CERTIFICATE**

The undersigned certifies on behalf of Commerce One, Inc., a Delaware corporation (the "Company") as follows:

1. He is the duly elected, qualified and acting Secretary of the Company.
2. Attached hereto as Exhibit A is a true and correct copy of resolutions adopted by the Board of Directors of the Company, effective as of October 5, 2004 (the "Resolutions"). The Resolutions have not been further amended, modified or rescinded since the date of adoption and are in full force and effect on the date hereof.

Dated as of October 5, 2004

[Signature page to follow]

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate as of the date written above.



Paul Warenski  
Secretary

**EXHIBIT A**

**Resolutions**

*Filing of Bankruptcy Petition*

**WHEREAS**, the Company is in serious financial condition and is unable to continue without debt relief; and

**WHEREAS**, it appears to the Board that it is in the best interests of the Company, its stockholders and its creditors, to commence a case under Chapter 11 of Title 11, United States Code (the "Bankruptcy Code").

**NOW, THEREFORE, BE IT RESOLVED:** That the Board finds and determines that it is in the best interests of the Company, its stockholders and creditors for it to commence a case under Chapter 11 of the Bankruptcy Code.

**RESOLVED FURTHER:** That the proper officers and agents of the Company be, and each of them hereby is, empowered and directed without further action by this Board to prepare, sign and file, or cause to be prepared, signed and filed and prosecuted, a petition for relief under Chapter 11 of the Bankruptcy Code, all agreements, instruments and documents necessary to effect (i) a sale of all or a portion of the Company's assets and (ii) a Chapter 11 Plan and all instruments useful and necessary to the confirmation and implementation of such Plan.

**RESOLVED FURTHER:** That Paul Warenski is designated and authorized to act as the "Responsible Person" for the Company as may be required by the Local Bankruptcy Rules for the Northern District of California.

**RESOLVED FURTHER:** That the Responsible Person is hereby authorized and directed to take all actions necessary or appropriate to consummate a sale of all or substantially all of the Company's assets in a transaction approved by the bankruptcy court, and for all purposes of these resolutions shall be deemed to be a proper or authorized officer of the Company.

**RESOLVED FURTHER:** That in addition to the specific authorizations heretofore conferred upon the Responsible Person of the Company, the Responsible Person and such other officers of the Company that the Responsible Person may designate, be, and each of them hereby is authorized, directed and empowered, in the name and on behalf of the Company, to do or cause to be done all such further acts and things and to execute and deliver all such other instruments, certificates, agreements and documents as they or any of them may consider necessary or appropriate to enable the Company to carry out the intent and to accomplish the purpose of these resolutions.

**RESOLVED FURTHER:** That the officers and agents of the Company are authorized, empowered and directed to retain the Law Firm of Murray & Murray, A Professional Corporation, to commence and prosecute the aforementioned Chapter 11 case, and to do all things, and to prepare, sign and file all papers or documents necessary or proper to the prosecution of said Chapter 11 case; and Murray & Murray is authorized to take such actions in the bankruptcy case which Murray & Murray, in its discretion, concludes are necessary to Murray & Murray's and/or the Company's fulfillment of its fiduciary obligations in the bankruptcy case.